

United States Bankruptcy Court Southern District of New York		Pg 1 of 14	Voluntary Petition											
Name of Debtor (if individual, enter Last, First, Middle): <b>United Artists Records Inc.</b>		Name of Joint Debtor (Spouse) (Last, First, Middle):												
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):												
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): <b>95-4861002</b>		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):												
Street Address of Debtor (No. and Street, City, and State): <b>10250 Constellation Blvd. Los Angeles, CA</b>		Street Address of Joint Debtor (No. and Street, City, and State):												
		<b>ZIP CODE 90067</b>	<b>ZIP CODE</b>											
County of Residence or of the Principal Place of Business: <b>Los Angeles County</b>		County of Residence or of the Principal Place of Business:												
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):												
		<b>ZIP CODE</b>	<b>ZIP CODE</b>											
Location of Principal Assets of Business Debtor (if different from street address above):														
		<b>ZIP CODE</b>												
<b>Type of Debtor</b> (Form of Organization) (Check <b>one</b> box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		<b>Nature of Business</b> (Check <b>one</b> box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <hr/> <b>Entertainment</b> <b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check <b>one</b> box.)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <hr/> <b>Nature of Debts</b> (Check <b>one</b> box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.										
<b>Filing Fee</b> (Check <b>one</b> box.)  <input checked="" type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		<b>Chapter 11 Debtors</b> <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. <hr/> <b>Check all applicable boxes:</b> <input checked="" type="checkbox"/> A plan is being filed with this petition. <input checked="" type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).												
<b>Statistical/Administrative Information</b> (statistical information provided on a consolidated basis)														
<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.														
<b>Estimated Number of Creditors</b> <table border="0"> <tr> <td><input type="checkbox"/> 1-49</td> <td><input type="checkbox"/> 50-99</td> <td><input type="checkbox"/> 100-199</td> <td><input type="checkbox"/> 200-999</td> <td><input type="checkbox"/> 1,000-5,000</td> <td><input type="checkbox"/> 5,001-10,000</td> <td><input type="checkbox"/> 10,001-25,000</td> <td><input type="checkbox"/> 25,001-50,000</td> <td><input type="checkbox"/> 50,001-100,000</td> <td><input checked="" type="checkbox"/> Over 100,000</td> </tr> </table>					<input type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input checked="" type="checkbox"/> Over 100,000
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<b>Estimated Assets</b> <table border="0"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input checked="" type="checkbox"/> More than \$1 billion</td> </tr> </table>					<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input checked="" type="checkbox"/> More than \$1 billion
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<b>Estimated Liabilities</b> <table border="0"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input checked="" type="checkbox"/> More than \$1 billion</td> </tr> </table>					<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input checked="" type="checkbox"/> More than \$1 billion
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<b>THIS SPACE IS FOR COURT USE ONLY</b>														

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		
<p style="text-align: center;"><b>Pg 2 of 14 of Debtor(s): United Artists Records Inc.</b></p>		
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)		
Location Where Filed:	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)		
Name of Debtor:  See attached Annex 1	Case Number:	Date Filed:
District: Southern District of New York	Relationship:	Judge:
<b>Exhibit A</b> (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		
<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.)  I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).		
<input type="checkbox"/> Exhibit A is attached and made a part of this petition. <b>X</b> _____ Signature of Attorney for Debtor(s) (Date)		
<b>Exhibit C</b> Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?  <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.		
<b>Exhibit D</b> (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)  <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.  If this is a joint petition:  <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.		
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.) <input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.		
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)  <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)  _____ (Name of landlord that obtained judgment)  _____ (Address of landlord)		
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and  <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.  <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).		

**Voluntary Petition**

(This page must be completed and filed in every case.)

Name of Debtor(s):

United Artists Records Inc.

**Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X

Signature of Debtor

X

Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X

(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

**Signature of Attorney\***X /s/ Jay M. Goffman

Signature of Attorney for Debtor(s)

Jay M. Goffman

Printed Name of Attorney for Debtor(s)

Skadden, Arps, Slate, Meagher & Flom LLP

Firm Name

Four Times Square

Address

New York, New York 10036

(212) 735-3000

Telephone Number

11/2/2010

Date

**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.*

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Stephen F. Cooper

Signature of Authorized Individual

Stephen F. Cooper

Printed Name of Authorized Individual

Vice President

Title of Authorized Individual

11/2/2010

Date

**Annex 1**  
**SCHEDULE OF DEBTORS**

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed in this Court a petition for relief under chapter 11 of title 11 of the United States Code. Substantially contemporaneously with the filing of these petitions, these entities filed a motion requesting that their respective chapter 11 cases be jointly administered for procedural purposes only.

DEBTOR  (Other names used by the Debtor)	TAX ID NO
Aidart Distributors Corp.	13-6135491
Aidart Pictures, Inc.	13-6135384
Albino Alligator Productions, Inc.	95-4533875
Alpha Library Company, Inc.	95-4590796
Altar Productions, Inc.	95-3928257
American International Pictures, Inc.	95-3898645
Ameriglad Holdings LLC	39-2070618
Backlot Productions Inc.	95-4860998
Band Films, Inc.	95-3879273
Beginning To Roar Inc.	95-4662104
Beta Library Company, Inc.	95-4630381
Beverly Hills Ninja Productions, Inc.	95-4548625
Brighton Productions, Inc.	95-3312978
Candantino Music, Inc.	52-1602101
Canzione Music, Inc.	13-2624793
Carcassonne Productions Inc.	56-2334777
Charles Band Films, Inc.	95-3948813
Cosmic Title Corp.	95-4624439
Days Picture Corporation	13-6135419
Dayton Film Productions, Inc.	95-3408062
Delta Library Company, Inc.	95-4550364
Delta Library Holdings, Inc.	95-4550362
Domestic Library Acquisition, LLC	95-4823504
Donna Music Publications	95-6080697
El Paso Films LLC	No EIN Applicable
Empire Entertainment, Inc.	95-3979268
Epic Pictures Enterprises, Inc.	95-4158563
Epsilon Library Company, Inc.	95-4595687
F.P. Productions	95-2041603
Famous Artists Agency, Inc.	95-0729360
Famous Artists Productions, Inc.	95-1906073

First Walnut Inc.	95-4671828
Flipper Productions, Inc.	95-1782000
Foreign Library Acquisition LLC	95-4823506
G-2 Entertainment Company	95-4438510
G26 Company	95-4704218
Gamma Library Company, Inc.	95-4613426
Ghoulies Productions, Inc.	95-3887449
Grand Talk Inc.	95-4640421
Heritage Entertainment, Inc.	95-4053860
Ivan Tors Music, Inc.	95-2511516
JH Productions Inc.	95-2496446
Lambda Library Company, Inc.	95-4617880
Lexyn Productions, Inc.	95-3929055
Lion Independent Television Inc.	95-4032675
Lopert Pictures Corporation	13-1923659
Maple Street Entertainment Inc.	95-4431927
Massachusetts Productions LLC	94-3469889
MCEG Sterling Computer Services	95-4140553
MCEG Sterling Development	95-4126070
MCEG Sterling Entertainment	95-2214871
MCEG Sterling Productions	95-4180219
Media Resources Credit Corporation	13-3528381
Metro Pictures Corporation of America	95-3993708
Metro-Goldwyn-Mayer Animation Inc.	13-1828183
Metro-Goldwyn-Mayer Distribution Co.	95-4486465
Metro-Goldwyn-Mayer Home Entertainment LLC	57-1148596
Metro-Goldwyn-Mayer Inc.	95-4605850
Metro-Goldwyn-Mayer India, Ltd.	13-6067411
Metro-Goldwyn-Mayer Interactive Productions Inc.	95-4624446
Metro-Goldwyn-Mayer Lion Corp.	95-4069019
Metro-Goldwyn-Mayer Motion Picture Co.	13-6067407
Metro-Goldwyn-Mayer Music Inc.	95-4599144
Metro-Goldwyn-Mayer of China, Inc.	13-6067416
Metro-Goldwyn-Mayer Online Inc.	95-4599142
Metro-Goldwyn-Mayer Overseas Inc.	95-4553054
Metro-Goldwyn-Mayer Pictures Inc.	95-4158381
Metro-Goldwyn-Mayer Studios Inc.	95-4452285
MGM and UA Services Company	95-4504664
MGM Development Inc.	13-1896288
MGM Digital Development Inc.	82-0538570
MGM Direct Inc.	95-4755519
MGM Domestic Digital Media Inc.	38-3745458
MGM Domestic Networks LLC	37-1553966
MGM Domestic Television Distribution LLC	95-4667114
MGM Domestic TV Networks LLC	80-0195553

MGM Franchise Film Co. LLC	36-4641196
MGM Global Holdings Inc.	95-4640420
MGM HD Productions LLC	37-1553969
MGM Holdings Inc.	56-2500545
MGM Holdings II Inc.	56-2500553
MGM Home Entertainment Distribution Corp.	95-4704219
MGM Interactive Inc.	95-4599140
MGM International Digital Media Inc.	32-0185923
MGM International Television Distribution Inc.	95-4599146
MGM LAPTV LLC	57-1148600
MGM Lion Prints LLC	90-0111624
MGM ME Inc.	95-4845950
MGM Middle East Co.	95-4827252
MGM Networks Inc.	95-4599139
MGM Networks U.S. Inc.	02-0615668
MGM NMOC LLC	No EIN Applicable
MGM North America Holdings Inc.	95-4798180
MGM On Demand Inc.	95-4877733
MGM Super Productions Inc.	95-4645760
MGM Television Australia Inc.	95-4566697
MGM Television Entertainment Inc.	95-4495886
MGM/UA, Inc.	95-4114327
Midnight Blue Productions, Inc.	95-4550624
Musicways, Inc.	95-2980079
NSNA Co.	95-4708219
Omega Library Company, Inc.	13-4051773
OPC Music Publishing, Inc.	95-2581750
Orion Film Classics Company	95-3441269
Orion Home Entertainment Corporation	22-2683277
Orion Music Publishing, Inc.	95-2980080
Orion Pictures Corporation	95-4556565
Orion Pictures Distribution Corporation	95-3304776
Orion Pictures Library Acquisition Co., Inc.	95-4717564
Orion Productions Company	95-4474270
Orion TV Productions, Inc.	13-1845120
P & F Acquisition Corp.	95-4671825
Panther & Pals LLC	39-2070615
Partnership Picture Corp.	13-6135506
Pathe Entertainment Moviesongs, Inc.	95-4311605
Pathe Entertainment Music, Inc.	95-4286954
Pathe Films Inc.	13-2986269
Pathe Releasing Corp.	95-4016244
Pathe TS, Inc.	95-4059724
PFE Library Acquisition Company, Inc.	95-4667397
Purple Photoplays, Inc.	13-6135516

Red Corner Production Inc.	95-4566696
Sarafilms Productions Inc.	73-1688750
She Spies Inc.	82-0538571
Sigma Library Company, Inc.	95-4544038
Singles Productions, Inc.	95-4132051
Tangled Web Productions Inc.	95-4612384
Taryn Productions, Inc.	95-4029289
The Azimuth Company, Inc.	95-1954392
The Mirisch Corporation of Delaware	95-2217975
The War At Home Productions, Inc.	95-4545415
THIS Network LLC	32-0257547
Three P Holdings LLC	39-2070611
Three Pictures Corporation	94-1712157
Time Production Inc.	32-0015217
Turbo Productions Inc.	95-4890066
U.A. of Brazil, Inc.	13-1861300
U/A Music, Inc.	95-3896686
United Artists China, Inc.	13-1690539
United Artists Corporation	95-4080805
United Artists Corporation of Egypt	13-6117113
United Artists Corporation of Puerto Rico	13-6117082
United Artists Europa, Inc.	13-2668608
United Artists Films (Mr. Accident) Inc.	95-4705814
United Artists Films Company	95-4140289
United Artists Films Inc.	95-4669459
United Artists Music (Belgium), Inc.	13-2920328
United Artists Music Inc.	95-4861000
United Artists Overseas, Inc.	13-6119153
United Artists Pictures Inc.	13-1424060
United Artists Productions Inc.	95-4566698
United Artists Records Inc.	95-4861002
United Artists Television Corp.	13-1686624
United Lion Music, Inc.	95-3896688
Ventura/Gloria Films Inc.	95-4781258
Virgin Vision, Inc.	95-4035628
Wargames II Productions Inc.	95-4827250
Webspinner Inc.	95-4624449
Wizard Video, Inc.	95-3585047
Zeta Library Company, Inc.	13-4009714

**UNITED ARTISTS RECORDS INC.**

**Secretary's Certificate**

The undersigned, being the Secretary of United Artists Records Inc., a Delaware corporation (the "Company"), does hereby certify as follows:

Attached hereto as Annex A is a true, correct, and complete copy of resolutions duly adopted by the board of directors (the "Board") of the Company on October 31, 2010 (the "Resolutions"), and such Resolutions have not been modified or rescinded and are in full force and effect.

IN WITNESS WHEREOF, the undersigned, has executed and caused this certificate to be delivered as of October 31, 2010.

**UNITED ARTISTS RECORDS INC.**

By: /s/ Scott Packman  
Name: Scott Packman  
Title: Executive Vice President,  
General Counsel and Secretary

**ANNEX A**

**RESOLUTIONS OF  
THE BOARD OF DIRECTORS OF  
UNITED ARTISTS RECORDS INC.**

RESOLVED, that in the judgment of the Board it is desirable and in the best interests of the Company, its creditors, stakeholders and other interested parties, that a petition be filed by the Company seeking relief under the provisions of Chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"); and it is further

RESOLVED, that the filing by this Company for relief under Chapter 11 of the Bankruptcy Code is hereby authorized and approved; and it is further

RESOLVED, that, effective immediately, Stephen F. Cooper be, and hereby is, appointed as Vice President of the Company, to serve until his successor has been elected or appointed and qualified, or until his earlier death, resignation or removal; and it is further

RESOLVED, that any officer of the Company (each an "Authorized Officer") is hereby authorized and directed on behalf of, and in the name of, the Company to execute and verify or certify a petition under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") at such time as said officers executing the same shall determine and in such form or forms as such Authorized Officer may approve; and it is further

RESOLVED, that MGM Holdings Inc., MGM Holdings II Inc., and Metro-Goldwyn-Mayer Inc. are hereby appointed as agents of the Company in connection with the Chapter 11 case; and it is further

RESOLVED, that MGM Holdings Inc., MGM Holdings II Inc., Metro-Goldwyn-Mayer Inc., and any Authorized Officer are hereby authorized on behalf of, and in the name of, the Company to execute any and all plans of reorganization under Chapter 11 of the Bankruptcy Code, including any and all modifications, supplements, and amendments thereto, and to cause the same to be filed in the Bankruptcy Court at such time as said Authorized Officer executing the same shall determine; and it is further

RESOLVED, that any Authorized Officer is authorized to execute and file any and all petitions, schedules, motions, lists, applications, pleadings, reports and other papers, and to take any and all such other and further actions which the Authorized Officer or the Company's

legal counsel may deem necessary or appropriate to file the voluntary petition for relief under Chapter 11, and to take any and perform any and all further acts and deeds which they deem necessary, proper, and desirable in connection with the Chapter 11 case, with a view to the successful prosecution of such case; and it is further

RESOLVED, that the law firm of Skadden, Arps, Slate, Meagher & Flom LLP, and its affiliated law practice entities be, and hereby are, employed under a general retainer to render legal services to, and to represent, the Company in connection with the Chapter 11 case and any other related matters in connection therewith, on such terms as any Authorized Officer shall approve; and it is further

RESOLVED, that the law firm of Klee, Tuchin, Bogdanoff & Stern LLP be, and hereby is, employed under a general retainer to render legal services to, and to represent, the Company in connection with the Chapter 11 case and any other related matters in connection therewith, on such terms as any Authorized Officer shall approve; and it is further

RESOLVED, that the firm of Moelis & Company be, and hereby is, employed as financial advisor for the Company in connection with the Chapter 11 case, on such terms as any Authorized Officer shall approve; and it is further

RESOLVED, that any Authorized Officer is hereby authorized on behalf of, and in the name of, the Company to continue to employ CAIR Management, LLC, Stephen F. Cooper, and Zolfo Cooper Management, LLC under the existing Services Agreement dated August 12, 2009, as amended; and it is further

RESOLVED, that any Authorized Officer is hereby authorized and empowered to employ and retain any other professionals necessary or desirable to assist or represent the Company in connection with the Chapter 11 case, on such terms as any Authorized Officer shall approve; and it is further

RESOLVED, that any Authorized Officer is authorized and directed on behalf of the Company to take such actions and to make, sign, execute, acknowledge and deliver (and record in a relevant office of the county clerk, if necessary) any and all agreements (including exhibits thereto), including any and all affidavits, orders, directions, certificates, requests, receipts, financing statements or other instruments as may reasonably be required to give effect to the foregoing Resolutions, and to fully perform the terms and provisions thereof; and it is further

RESOLVED, that to the extent that any of the actions authorized by any of the foregoing Resolutions have been taken by the Authorized Officers on behalf of the Company such actions are hereby ratified and confirmed in their entirety.

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re:

UNITED ARTISTS RECORDS INC.,

Debtor.

x

: Chapter 11

: Case No. 10-

: (Motion for Joint Administration Pending)<sup>1</sup>

x

**CONSOLIDATED LIST OF CREDITORS**  
**HOLDING 50 LARGEST UNSECURED CLAIMS**

A list of the creditors holding the fifty (50) largest unsecured claims against the above-captioned debtor and certain of its affiliates (collectively, the "Debtors") as of approximately October 31, 2010 is included with the chapter 11 petition of the above-captioned debtor's affiliate, MGM Holdings Inc., filed contemporaneously herewith.

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<sup>1</sup> The Debtors have filed a motion requesting that the Debtors' respective chapter 11 cases be jointly administered for procedural purposes only under the bankruptcy case of Metro-Goldwyn-Mayer Studios Inc., et al.

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

----- x  
In re: : Chapter 11  
: Case No. 10-  
UNITED ARTISTS RECORDS INC., :  
: (Motion for Joint Administration Pending)<sup>1</sup>  
Debtor. :  
----- x

**CORPORATE OWNERSHIP STATEMENT OF UNITED ARTISTS RECORDS INC.**

In accordance with Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure and Rule 1007-3 of the Local Bankruptcy Rules for the Southern District of New York, the above-captioned debtor submits the following information:

MGM Holdings Inc. ("Holdings"), a debtor and debtor in possession, is the direct or indirect corporate owner of each of the other debtors and debtors in possession in these chapter 11 cases (collectively, including Holdings, the "Debtors"). For a list of the direct corporate owner(s) of each of the Debtors, refer to the corporate ownership statement included with the chapter 11 petition of Holdings, filed contemporaneously herewith.

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<sup>1</sup> The Debtors have filed a motion requesting that the Debtors' respective chapter 11 cases be jointly administered for procedural purposes only under the bankruptcy case of Metro-Goldwyn-Mayer Studios Inc., et al.

**DECLARATION CONCERNING CORPORATE OWNERSHIP STATEMENT**

I, Stephen F. Cooper, a member of the Office of the Chief Executive Officer of MGM Holdings Inc., a Delaware corporation, declare under penalty of perjury that I have read the foregoing corporate ownership statement and that it is true and correct to the best of my knowledge, information and belief.

Dated: November 2, 2010

By: /s/ Stephen F. Cooper

Name: Stephen F. Cooper

Title: Member of the Office of the Chief Executive Officer

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re:

UNITED ARTISTS RECORDS INC.,

Debtor.

x

:

: Chapter 11

:

: Case No. 10-

:

:

: (Motion for Joint Administration Pending)<sup>1</sup>

:

x

**LIST OF EQUITY SECURITY HOLDERS**

In accordance with Rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure, the above-captioned debtor submits the following information:

MGM Holdings Inc. ("Holdings"), a debtor and debtor in possession, is the direct or indirect parent of each of the other debtors in these chapter 11 cases (collectively, including Holdings, the "Debtors"). The holders of equity for each of the Debtors (other than the holders of equity in Holdings) are debtors and debtors in possession herein. The address for each of the Debtors is 10250 Constellation Blvd., Los Angeles, CA 90067. For a list of the direct equity holder(s) of each of the Debtors, refer to the equity list included with the chapter 11 petition of Holdings, filed contemporaneously herewith.

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<sup>1</sup> The Debtors have filed a motion requesting that the Debtors' respective chapter 11 cases be jointly administered for procedural purposes only under the bankruptcy case of Metro-Goldwyn-Mayer Studios Inc., et al.